

Cellular South, Inc.

*Past, Present and Future:
Doing whatever it takes*

VICTOR H. "HU" MEENA



A Newcomen Address



THE NEWCOMEN SOCIETY OF THE UNITED STATES is a tax-exempt, educational foundation founded in 1923 for the study and recognition of achievement in American business and the society it serves. The Society's headquarters are located in Exton, Pennsylvania, 30 miles west of Center City, Philadelphia. National membership is comprised of many of the nation's top leaders in business, industry, education, the professions, government and the military.

The purposes of The Newcomen Society are to:

- Preserve, protect and promote the American free enterprise system.
- Honor corporate entities and other organizations which contribute to or are examples of success attained under free enterprise, and to recognize contributions to that system.
- Publish and record the histories and achievements of such enterprises and organizations.
- Encourage and stimulate original research and writing in the field of business history through a program of academic awards, grants and fellowships.

The Society's name perpetuates the life and work of Thomas Newcomen (1663-1729), the British pioneer whose invention of the atmospheric steam engine in 1712 led to the first practical use of such a device to lift water out of mines. The resulting tremendous increase in mine productivity (the engine replaced the work of 50 mules and 20 men working around the clock) facilitated the birth of the industrial revolution. Indeed, Newcomen is frequently referred to as the "father of the industrial revolution"—its first entrepreneur. The Newcomen engines remained in use from 1712 to 1775, and helped pave the way for advancements 50 years later by the world-famous James Watt of Scotland, whose innovations led to widespread use of steam power in factories and in transportation.

Since its founding, The Newcomen Society has honored more than 2,500 organizations and institutions. The Society publishes the histories of the organizations it recognizes, usually following luncheons or dinners hosted by one of many volunteer committees organized throughout the U.S. These histories are distributed to Society members, as well as 3,300 public and private libraries for permanent archival storage in the support of the study of business history.

Newcomen Society Honorees are selected by the Board of Trustees from nominations received from the volunteer committees. Meetings are held each year in all parts of the country. Members and their guests, as well as guests of the Honorees, are invited to attend these historic events.

The Society maintains several awards in the field of business history: the Newcomen-Harvard Postdoctoral Fellowship, the Newcomen-Harvard Book Award and Article Awards in Business History, the Dissertation Fellowship in Business and American Culture, and the Newcomen Prize awarded by the Business History Conference.



“Every so often, a technology comes along that changes the world. Well over a century ago, telephone service was one such invention. Wireless telephone service is another. And the amazing thing is that we’re constantly discovering new and exciting ways to use our untethered devices. Tonight, we’re honored to tell our story – the past, present and future of Cellular South.”

— HU MEENA



This address, dealing with the history of Cellular South, Inc. was delivered at a “2006 Mississippi Meeting” of The Newcomen Society of the United States held in Jackson, Mississippi, when Victor H. “Hu” Meena was the guest of honor and speaker on May 16th, 2006.

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VICTOR H. "HU" MEENA

PRESIDENT
CELLULAR SOUTH, INC.
JACKSON, MISSISSIPPI



THE NEWCOMEN SOCIETY OF THE UNITED STATES
EXTON
2006

Newcomen Publication Number 1612



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First Printing: April 2007



PUBLISHED BY THE NEWCOMEN SOCIETY OF THE
UNITED STATES. PRINTED AND BOUND BY
ENSINGER PRINTING SERVICE IN THE UNITED STATES.



INTRODUCTION OF HU MEENA BY STEVE LARGENT, FORMER
CONGRESSMAN (R-OK), NFL HALL OF FAME RECEIVER AND CURRENT
PRESIDENT AND CEO OF CTIA-THE WIRELESS ASSOCIATION.

THANK YOU. It's a pleasure to be here in Jackson, Mississippi. I got an unusual phone call several months ago from my friend, Hu Meena. He said, "Steve, I have to ask you a question, and that is, do you believe in the Constitution?" And I said, "Well, Hu, of course I believe in the Constitution. I was sworn into Congress four different times, and sworn to uphold the Constitution." I said, "Why would you ask?" And he said, "Well, hold on just a second. Let me ask you another question." He said, "Do you believe in the Bill of Rights?" I said, "Of course I believe



STEVE LARGENT
PRESIDENT AND CEO OF CTIA-
THE WIRELESS ASSOCIATION

in the Bill of Rights. What's your point?" He said, "One last question." He said, "Do you believe in free speech?" I said, "Of course I believe in free speech." He said, "Good, could you come give us one?"

So, here I am, giving a free speech. I got a good steak dinner, though. That's good, Hu!

I have been told to follow the five B's of effective public speaking today. Those five B's are, be brief, brother, be brief. And so I intend to be. I can't help but mention, though, that Jackson, Mississippi, is home of Jackson State and home of one of my favorite heroes in the National Football League, Walter Payton.

I don't know if you know this; in fact, I'm sure you don't know this – I played in the last regular season game that the Chicago Bears played at Soldier Field in Walter Payton's career. It was a huge game, and it was in the early part of December. They played their last two games away, and they played their last home game against us [Seattle Seahawks] in December. And it was a really important game for a couple reasons. One is that we both were vying for the playoffs. We were in the AFC, and the Bears were in the NFC, but both teams were trying to get into the playoffs that particular year. It was in 1987.

And we had drafted, in the first round in the 1987 Draft, a linebacker out of the University of Oklahoma named Brian Bosworth. Does anybody remember "The Boz"?

Yeah, everybody remembers "The Boz." Well, our defensive coaches had put together this elaborate defensive scheme. They went to Bosworth and said, "Bosworth, your only job this game is to stop number 34, Walter Payton." They said, "If he goes left, you go left. If he goes right, you go right. Your job is to stop number 34, and keep him from turning the game in the Bears' favor."

So Bosworth was all fired up about this. He came out before the game started, and he had all the stuff on. You know, he kind of made famous all the headbands and wristbands and things around your head, and all this stuff. He had all this stuff on to

draw attention to himself, right? We used to wait outside the locker room just to see what he would look like. He had his hair three different colors. He had blue and green, and had his hair cut certain ways. It was really bizarre.

But we go out for this game, and he's got all the paraphernalia on, and he's ready to play this game and to stop Walter Payton. So, for the first quarter and a half . . . Walter Payton was one of those guys . . . he was just a great guy. And he was a good friend of mine. We had met playing some of the Pro Bowls, and we had just gotten to know each other. And he was just one of those guys that you didn't have to know him very long to feel like you knew him really well. And we had a great relationship with one another. He was one of the few guys on the other team's offense that would cause me to get up off the bench to watch him play. That's how much I enjoyed watching Walter Payton.

And so, I was watching Payton for the first quarter and a half absolutely chew our defense up. He already had 70 or 80 yards in a quarter and a half, and scored a touchdown. And they were on their way to score another touchdown. And I'll never forget this one particular play, because the Bears quarterback took the snap from center, turned and tossed to Walter Payton, who was in I-formation, and he was running a sweep to his right. And he was coming right toward our sideline where I was standing.

And I happened to be right on the line of scrimmage, and I could see out of the middle of our defense, here comes Brian Bosworth trying to tackle Payton, turn him back inside, and get help from his defensive teammates. And I could see, here comes Payton coming from my left and Bosworth coming from my right. I could see there was going to be a huge collision right on the sideline, right in front of me. So I put my helmet on.

You know, just to prevent any collateral damage. And sure enough, Bosworth hits Payton right on the chin with the crown of his helmet. And you could hear it at the top of the stadium. And I thought he just killed Walter Payton. In fact, his helmet flips off. The first thing to hit the ground is the back of his head. And this was a time when Soldier Field was an Astroturf field.

It was not the grass that they have now. And I'm thinking, oh, my gosh, Brian Bosworth has just killed Walter Payton on national TV!

And no sooner than I was thinking that, Payton bounces back up to his feet, he grabs his helmet, starts putting the pieces back into his helmet, and puts his helmet on and starts heading back out on the field. Well, this infuriates Bosworth, because he's already found the TV cameras and is pointing at himself and doing all this stuff to draw attention to himself, right? And he sees Payton heading back to the field, and he's just furious. He thought he just made the highlight reel for ESPN.

So, before Payton can get back out on the field, Bosworth grabs him and he pulls him facemask to facemask, and he's screaming. I can't repeat a lot of what he said. But I can tell you that he ended his comments by saying, "Payton, you ever run that play again, I'm going to bite your head off!" I'm thinking, "Oh, my, gosh. We're going to get a 15-yard penalty. What are we going to do?"

And Payton, without missing a beat, he looks back into Bosworth's facemask. He says, "Bosworth, you bite my head off, you'll have more brains in your stomach than you ever had in your head."

I love that story, because it really does characterize the person that Walter Payton was. He was a tremendous competitor, a great player, and a good friend. And we all miss him a great deal.

But this is about Hu Meena. This is about Cellular South. And it really gives me a great deal of pleasure to be here today. I can tell you, I'm the head of the association [CTIA – The Wireless Association] that represents all the wireless companies in this country. We have over 200 million customers now in this industry, and it's continuing to grow. We had our largest year of growth last year, if you can believe that. We added almost 26 million new customers just last year. And it's offering more and more services and different features, and it's very exciting. It's also a very competitive industry, and I love it for that reason. It's competitive; it's very innovative.

But clearly, one of the shining stars in this industry, you all are memorializing today in Hu Meena winning this award. And it's my pleasure to be here. I want to tell you that I have to overlook and forgive the fact that he's an Ole Miss fan, though I must confess I did have Eli Manning on my fantasy league team this year. I can't adequately express how honored I am to have been invited here in the first place, to watch Hu and his family and the company he's built and led into the largest privately-owned wireless provider in America receive this prestigious and time-honored business award. It's something that he truly deserves.

It's now been almost nine months since Hurricane Katrina came ashore on the Gulf Coast, and if you know anything about the entire Cellular South company, how they responded to the devastating effects of that storm, then you already know something about their leader, Hu Meena, because he led by example. Compassion, determination, respect, courage, loyalty, humility, hard work, devotion to family – these are the hallmarks of Hu Meena's life, and it's why you're recognizing him this evening. And they are certainly qualities that every Cellular South employee put forth when they were responding to the devastating aftermath of the hurricane. Truly a heroic effort put forth by this outstanding company.

But whatever credit the wireless industry received for its efforts to restore telecommunications service in the days and weeks after the storm, they came largely due to the selfless, around-the-clock work of many, including the Cellular South team. And I see that many of you are represented here this evening, and I want to say congratulations for a job well done.

Just one day after the storm hit, Cellular South already had 60 percent of its Mississippi network up and running. That's pretty amazing. And I still find it to be a truly unbelievable accomplishment, but at the same time, I'm not surprised of anything that Hu Meena has been able to accomplish with Cellular South. Presented with an enormous challenge and confronted with unprecedented obstacles, he not only gets the job done, but he exceeds every imaginable expectation again and

again. In this particular case, it resulted in many lives being saved right here in his home state of Mississippi.

Hu, you're an inspiration to those of us in the industry. I know you are to your wife and your three boys, and nearly 750 people that work for you at Cellular South. So, ladies and gentlemen, it gives me a great deal of pleasure to introduce my friend and the President of Cellular South, MR. HU MEENA.





THANK YOU. Thank you, Steve, for that extremely kind introduction. It's truly an honor to have you with us tonight. You're a great leader for our industry. We appreciate your open, accessible style as exhibited by your attendance with us tonight. We also appreciate all that you and CTIA do for our industry.

The Honorable Phil Bryant, State Auditor; Dr. Harmon; other distinguished guests; fellow members of the Newcomen Society; Cellular South's management team; and friends – I'd like to thank you all for coming out to celebrate this honor for Cellular South. And this is a true celebration. I would also like to give special thanks to Mr. Jim Moore,



HU MEENA
PRESIDENT
CELLULAR SOUTH, INC.

who handled logistics with Marine-like precision, and to Tanya Rankin, who was our field general, who got us all organized, put all this together in an unbelievable professional way, and Tanya, we just thank you so much. And also, I want to say thanks to my longtime friend, Curt Presley, for participating tonight. Curt, we appreciate you coming down to join us.

There are a few important people that I'd like to introduce to you this evening. First, the family member shareholders of Telapex, Inc., which is Cellular South's holding company. I ask them to stand and remain standing as I call out their names. Please hold your applause until I list them all: my wonderful father-in-law and mother-in-law, Wade and Betsy Creekmore; Jimmy and Meredith Creekmore, who have been so supportive of everything we've done since day one; my wife, Ashley, the love of my life and my best friend; and my two oldest boys, Vic and Wade Meena; Wesley and Dolly Goings; Hiram and Elizabeth



TELAPEX, INC. SHAREHOLDERS (LEFT TO RIGHT): (FRONT ROW) JIMMY CREEKMORE, WADE CREEKMORE, JR., CARSON HUGHES, (BACK ROW) SIDNEY CREWS, WESLEY GOINGS, HU MEENA AND TAMMY TORREY. NOT PICTURED: BETSY CREEKMORE, MEREDITH CREEKMORE, HIRAM AND ELIZABETH CREEKMORE, DOLLY GOINGS, DOUG AND BETH BYRD, ASHLEY MEENA AND HOLT CREWS

Creekmore; Beth and her daughter, Taylor Byrd; Sidney and Holt Crews; also, the CEO of Telapex, Inc., Carson Hughes, a true servant leader in the finest sense of that description; and Telapex Board Member, Tammy Torrey, is here with us. Words cannot express the gratitude I have for each of these individuals.

Speaking for those you just met, the employees of Cellular South and myself, it's indeed a privilege for Cellular South to be recognized by the Newcomen Society of the United States and their Mississippi Committee. We are humbled to be honored tonight, especially in the company of previous honorees. This is a milestone event in the history of Cellular South and the Telapex family of companies. And for me, personally, it's an extra-special honor.

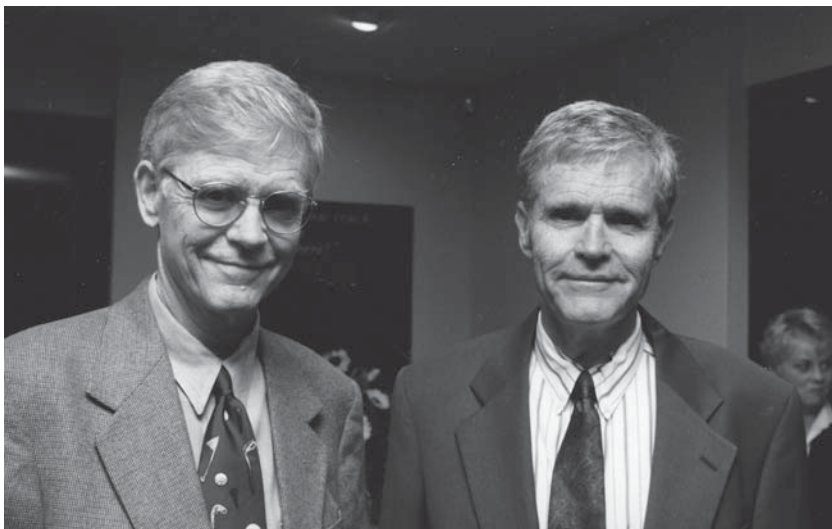
As you'll hear in the video we're about to present, Cellular South's founding vision was to provide the best service possible for our customers. That vision has grown as we have set our sights on becoming the best service provider in our region without regard to industry classification.

Even though the words may not have ever been spoken directly, I gleaned early that to Jimmy, Wade, and the late Wade, Sr., who was still active in the company when I started, that who we are as a company is more important than what we are. For example, no matter what size company we have been, are today or will be in the future, there are several principles that will guide our efforts. First, we must ensure we deliver to customers what we promise to deliver. Two, treating employees well is not only the right thing to do, it's the smart thing to do. And three, we must try to lead in a way that sends a clear message that we conduct our business with integrity.

I've learned so much about business and about life from Jimmy and Wade. Personally, I appreciate their endless grace and patience. I appreciate them as role models. I appreciate their friendship. And most of all, I appreciate the job.

Jimmy is known for his determination. Wade is known for being strong-willed. My wife says they're just plain stubborn.

But no matter if it's being determined, strong-willed or stubborn, these two men are committed to our making a difference in the communities that we serve. Every so often, a technology comes along that changes the world. Well over a century ago, telephone service was



JIMMY CREEKMORE AND WADE CREEKMORE, JR.

one such invention. Wireless telephone service is another. And the amazing thing is that we're constantly discovering new and exciting ways to use our untethered devices. Tonight, we're honored to tell our story – the past, present and future of Cellular South.

I've asked several people involved in the history of our company as well as in today's operations, to help me tell this story. So let's take a look.

[Video begins.]

CELLULAR SOUTH – THE PAST

More than 200 million people in the U.S. have adopted wireless technology since the industry began in 1983. What was viewed in the 1980s as a cumbersome toy used only by business executives is now ubiquitous, small, trendy, and attached to the belts of teens and construction workers alike, or tucked snugly in briefcases and purses that feature pockets designed just for the phone.

The people who thought they needed cell phones in the early years of wireless generally bought them for business use, and then only for occasional, very important calls, with the phones costing more than one thousand dollars for top-of-the-line models, and

per-minute charges hovering close to a dollar, not to mention exorbitant roaming and long-distance fees. The industry had a very narrow market.

Today, that has changed drastically, and Cellular South, a Mississippi-owned and -operated company, has been an industry pioneer. Still privately held, locally managed, and headquartered in Mississippi, Cellular South has expanded in tandem with the astonishing growth of the wireless industry. The company has led the industry with innovative voice and data services, and a commitment to providing the same advanced wireless services in rural areas that are available in metropolitan areas.

It all began in the late 1940s, when the family of Wade H. Creekmore, Sr., entered the telephone business with a purchase of a small telephone company in Calhoun County, Mississippi.

“People living in those areas already had telephones, and some did not. The ones that did not were most interesting. When we put telephones in for the first time that they’d ever had telephone service, we would explain to them how to use the telephone. Some of them would dial the number and then pick up the receiver, thinking that that was the way to do it. But when they first got those telephones and they were able to call their family members across the country from their own homes, it was very meaningful to them.”

Jimmy Creekmore, Vice President, Telapex, Inc.

Now, Telapex, Inc., the parent company of Cellular South, has several subsidiaries, including Franklin Telephone Company, Delta Telephone Company, Branch Cable, Telapak Networks, and Cellular South.

“I would say that their goal over the years has been to provide to those rural areas that they serve the same quality telephone service that’s available in a Jackson and a Memphis and a New York City. You can get the same type service that’s found in the urban areas of our state and our nation.”

Carson Hughes, CEO, Telapex, Inc.

For many years, telephone service was limited by fixed lines and cables. It would’ve been hard to envision that from Telapex’s

humble beginnings, one of their future companies, Cellular South, would grow to be the largest privately-held wireless company in the nation, and that subsidiaries like Telepak Networks would be among the first in the nation to deploy fiber to the home to provide phone, Internet and television services through one line using the latest in communications technology.

In the early 1960s, the Creekmore's business consisted primarily of rural telephone exchanges in several Mississippi counties, a fact that would ultimately prove crucial in establishing a business presence that would give the company access to lotteries for cellular licenses.

“There are two landline telephone companies that were both started in the late ‘50s and early ‘60s – Franklin Telephone Company, headquartered in Meadville; Delta Telephone Company, headquartered in Louise, Mississippi. Those two



WADE CREEKMORE, JR., (LEFT) DISCUSSES FACILITY LAYOUT OF THE NEWLY COMPLETED FRANKLIN TELEPHONE MAINTENANCE CENTER WITH JOE FROST AND WADE CREEKMORE, SR., WHILE A WORKMAN APPLIES FINISHING TOUCHES TO THE BUILDING.

companies, over several decades, expanded service into about 18 counties in Mississippi, and they provided landline service in parts of those counties. Delta Telephone Company and Franklin Telephone Company were the first companies in Mississippi to put their facilities underground, and it was a huge advantage and an improvement to have them underground.”

Wade Creekmore, Jr., President, Telapex, Inc.

Less than five years after the FCC began awarding licenses in the wireless industry, Cellular South had acquired several licenses, and was positioned to implement the new technology.

“The Gulf Coast was the first area that we got a license for. When we got the license and the construction permit, Hu Meena went down there to be in charge of constructing it and managing the system. And after a few weeks being down there, he called me one day and he said, ‘I just don’t think this thing’s going to work.’ He said, ‘You talk to people about cellular telephones, and they think you’re saying sailor telephones, thinking they were telephones for sailors, and they had no idea what cellular telephones were. And he said he was real discouraged. But fortunately, he kept at it, and he did a terrific job down there and got us up on schedule.’”

Jimmy Creekmore

The company introduced wireless service in its first market, the Mississippi Gulf Coast, on February 4, 1988, with Ole Miss football legend Archie Manning making the inaugural call to then-U.S. Representative, Trent Lott, in Washington.

[Sound of phone ringing.]

“Congressman Lott’s office.”

“Uh, yes, this is Archie Manning calling for Congressman Lott, please.”

“Hey, Archie.”

“Trent, how you doin’?”

“All right. Good to talk to you.”

“Well, I’m glad to talk to you. I think you...”



HU MEENA (LEFT) AND ARCHIE MANNING CELEBRATE THE SUCCESSFUL COMPLETION OF CELLULAR SOUTH'S INAUGURAL CALL ON FEBRUARY 4, 1988.

“Sorry I didn’t see you at homecoming last year.”

“No, I didn’t...I was involved with the Saints last year, and didn’t make it to homecoming.”

And with that call, Cellular South was launched.

“We didn’t even come close to realizing the potential in the early stages until after we turned on the first system on the Mississippi Gulf Coast. For all we knew, we might get four or five hundred customers, and that would be the end of it; the end of the growth. But it soon became apparent that it – cellular telephone service – was going to be a very popular thing.”

Wade Creekmore, Jr.

Brothers Wade Creekmore, Jr., and Jimmy Creekmore, with Wade, Jr.’s son-in-law, Hu Meena, steered Cellular South through the unprecedented wireless growth of the late ‘90s, operating under the original vision of providing the best service in the region through an intense focus on customer satisfaction.

“Just being here doesn’t do anything. It doesn’t make you be able to compete. We’re fortunate to have people who have technology...the technological knowledge to provide the cutting-edge product to the people. Give them what they want, and then be responsive to them when they talk to you about what they want or what they would like changed. I think it’s that mentality that arises out of the way that Wade and Jimmy Creekmore had operated their telephone company that comes up through Cellular South and the other affiliates – that they’re there to be of service to the communities.”

Carson Hughes

With these values firmly in place, Cellular South has experienced steady growth year after year since 1988, and the company expects that growth to continue. Cellular South currently operates close to one hundred retail outlets in Mississippi, Southwest Tennessee, Coastal Alabama, and the Florida Panhandle to Destin. Two call



CELLULAR SOUTH’S 15TH ANNIVERSARY CELEBRATION - WADE AND JIMMY CREEKMORE ARE PICTURED WITH CELLULAR SOUTH AND TELAPEX EMPLOYEES RECOGNIZED FOR 15 YEARS OF SERVICE. FROM LEFT TO RIGHT: HU MEENA, CAROL GRIGSBY, WADE CREEKMORE, ARIE LONG, DAVID PRIMM, KAY SCOTT, TAMMY TORREY, AND JIMMY CREEKMORE. NOT PICTURED: GREGG LOGAN, DAVID LOSKAMP AND ANDY ZIMMERMAN

centers are based in Mississippi, and an online store and answer center at cellularsouth.com.

On February 4, 2003, Cellular South celebrated a milestone: 15 years of business in an industry that itself was only two decades old.

“Cellular South would not be anything like the company it is...it wouldn’t even be close, were it not for Hu Meena. He’s the guy who made Cellular South what it is, with a little bit of help from his friends.”

Wade Creekmore, Jr.

Although it’s not been the company’s purpose to seek recognition, Cellular South is humbled to have received honors from its industry and peers, as well as Mississippi’s economic development leadership.

“It certainly wasn’t the goal to be the largest privately-held wireless company. It just happened. In my opinion, I mean, we’ve had great leadership and great people working all the way up and down that caused us to be able to give good service and acquire a lot of customers. But that was never a goal. It was just getting up every day by those people and going to work and doing a great job.”

Jimmy Creekmore

[Pausing of video presentation. Hu Meena’s speech continues.]

We thought the ceremonial first call, with Archie making the live call to Trent Lott, was supposed to actually be the first call. We didn’t know any better. And that’s what happened. We’d been working on our network for literally months, and had been working around the clock in the last few days before February 4th, 1988, working day and night. We actually had a rehearsal the night before that February 4th event.

I was there in body but not in mind, because I was sitting there going, “this is going to really be unbelievable if I have my hero, Archie Manning, here, first call, calling Congressman Lott, and we’re not able to even complete the call.”

And this was at 9 o’clock the night before when the system was supposed to turn on at 9:00 a.m. But we made it in plenty of time. By 8:30 a.m. before our 9 o’clock call, we had the system up and going, and

they were able to make connection. Also, you could see in the video that Wade, Jimmy and Carson are men of vision, strength and character. Wade has excellent eyesight, Jimmy is really strong, and Carson's a real character.

Wade was overly generous in his praise of me, but obviously has forgotten a very important day in our history. It was mid-summer 1987, just six months before our launch date, and it was really a hectic day. Wade, Jimmy, Carson and I were rushing to the Coast to our local attorney's office. We had to get incorporation papers filed to meet a deadline. They looked really nervous, which wasn't like them.

Anyway, we rushed to beat a yellow light, and then Carson whips into a handicapped parking space. We're striding down the sidewalk, and I run up to Wade and say, "Did you know that was a handicapped parking space that Carson pulled into?" And Wade said, "Yeah, Hu, I did. If having you as our manager didn't qualify us for being handicapped, nothing ever will."

In the video, you saw some of the awards that we received. I'd like to take a moment and thank our managers who have overcome all my handicaps, allowing us to win these awards. For the first time ever, we have our entire management team under one roof. This group represents us, or better put, re-presents us in a way that makes us so proud. I'm too often given credit for their talent, their passion, their hard work, and their leadership. They lead in serving our communities, and they lead in customer service. And they lead in going about business in the right way.

My high school basketball coach would be proud of this group. He spoke often about the principle of leadership. His team won many championships, and was known for using a tormenting full court press every game, the entire game. I remember him telling us that if you cut the head off a snake, the body would wiggle out of control. He explained to us that the leader of the other team was usually the point guard. It is the point guard's responsibility to break the press. We found the teams with strong, resilient point guards held their own against us, while the teams with weak, less durable point guards had no chance because they, in effect, had no leader. And without leaders, things wiggle out of control. At Cellular South, we've been abundantly blessed with strong, resilient managers who are great leaders.

Our coach also was the principal of our school. He didn't tolerate players who messed around in the classroom. In front of the whole team, he confronted one boy who ended the semester with four F's and a D. Frustrated beyond belief, Coach asked him what was the problem, and the clueless player said, "Coach, I believe I spent too much time on one subject."

We have so many challenges and opportunities at Cellular South that managers cannot spend too much time on any one subject. They have to do it all. And before we hear from some of them on the next video segment, I would like to ask our full management team to quickly stand and be recognized.

[*Video resumes*]

CELLULAR SOUTH – THE PRESENT

Today, Cellular South remains focused on its customers, and constantly evaluates the best way to serve them, including a modern, efficient retail experience and innovative products and services.

"We've created an interactive and efficient retail experience for customers, with products displayed for easy accessibility and independent shopping. Live phones are available for customers to test and explore features, as well as unique self-service options. Our focus has always been, and will always be, to provide the best service possible, whether in one of our stores or on cellularsouth.com, with a member of our business-to-business sales team, or over the phone. Every decision we make is based on being the company and the network our customers can count on in any situation while at home or traveling nationwide. That's what Cellular South is all about."

Suzy Hays, Senior Vice President, Customer Operations

Cellular South requires its phones to be thoroughly tested for quality assurance, and handles phone repairs and refurbishment via its in-house central triage center. The company has invested significantly in building the most robust wireless voice and data network within its licensed area. Through agreements with other carriers, the best-of-the-best nationwide networks are selected to provide Cellular South customers with superior nationwide wireless voice and data coverage.

“We use a proactive approach to network maintenance. And to explain that, in the old days, when a problem would arise with a tower – say it was dropping calls – we would dispatch a tech out in the middle of the night. He would take the tower off the air, hook up equipment, and try to find and fix the problem. Couple of issues with that: number one, the customer was already having problems in dropping calls before we found it, and number two, the tower was off the air for many hours. Today, we use computers and other hardware and software, some of which we bought and some of which we produced on our own, to proactively watch the sites and the switches, and to find problems before they become customer-impacting. These are reasons that I believe that Cellular South has the best network in the United States and probably in the world.”

*Tony Kent, Senior Vice President,
Engineering and Network Operations*

Cellular South understands that everything starts with making sure its network is worthy of the trust its customers have placed in it. That’s why Cellular South monitors the network 24 hours a day, 365 days a year, and continually invests in network improvements in infrastructure to exceed consumers’ growing demands. Ensuring that Cellular South’s customers can count on its network in any situation is of the highest priority.

“Unlike those who have never been through ice storms, tornadoes, floods or hurricanes, we know that in a disaster, you don’t have the convenience of surveying the damage, developing a plan, and then executing it. To do so could waste precious time and mean the loss of life. Because of our experience with previous disasters, when we learned a catastrophic hurricane was headed toward the Gulf Coast, the company was prepared.”

Tony Kent

Cellular South’s commitment to the reliability of its network was proven during and after Hurricane Katrina. Cellular South customers in some of the hardest-hit areas, including parts of Biloxi and Hattiesburg, Mississippi, never lost service.



CELLULAR SOUTH REOPENS FOR CUSTOMERS AFTER A HURRICANE.

“I personally saw people lined up out the door of our stores and down the sidewalk to sign up for our service, because it was working, and, I think, most people at that time had no landline service in that hard-hit area. The first thing they wanted, it became apparent to me, was communication. They weren’t complaining about having to wait in line as long as they knew they were going to get a phone. And that’s what they said.”

Jimmy Creekmore

For many, Cellular South was the first and only means of communication. Technicians in Cellular South’s emergency task force worked around the clock. Many, including those suffering their own personal losses, slept in tents, in their trucks, and in conditions that were the worst they had ever seen. Relief teams from all areas of the company were dispatched, and Gulf Coast employees came to work as soon as possible to make sure Cellular South stores would be the first to open in the hardest-hit areas. Where stores were destroyed, tents with generators were established as free call and battery recharging centers so that customers and non-customers could make free calls to their loved ones anywhere in the country.

“We were blessed to have people that bring to their jobs each day the same sense of urgency that they displayed

following Hurricane Katrina. They will accept only perfection, and they take total ownership of their parts of the network and of this company. And they will neither put forth nor will they accept excuses.”

Tony Kent

On August 30th, one day after Katrina’s landfall, Cellular South’s network was 60 percent operational. In the first few days after Katrina’s landfall, Cellular South averaged more than 5 million completed calls per day in South Mississippi, with more than 1 million of those on the Mississippi Gulf Coast. On September 6th, just seven days after Katrina, Cellular South handled more than 7 million minutes of usage in South Mississippi, a one-day record for the company. More than 2.6 million of those were on the Mississippi Gulf Coast. By September 9th, Cellular South’s network in South Mississippi, including the Mississippi Gulf Coast, was fully restored – three days earlier than anticipated. The fact that the company’s network carried 8.5 million minutes of usage from other wireless companies’ customers in the first two weeks after Katrina was another sign of Cellular South’s network reliability.



CELLULAR SOUTH OPERATES OUT OF TENTS ON THE MS GULF COAST IMMEDIATELY AFTER HURRICANE KATRINA.

Following Katrina, Cellular South provided a total of 50 million free relief minutes to customers in the hardest-hit areas. In recognition of the company's extraordinary efforts in Katrina's wake, the Mississippi Legislature passed a concurrent resolution stating, in part,

"We do hereby commend the executives and employees of Cellular South for the exemplary service, conduct and performance rendered prior to and subsequent to Hurricane Katrina's unprecedented destruction. We offer our thanks to these individuals for their assistance in providing communications during this critical time, as we endeavor to rebuild our State and restore its economy."

Mississippi Senate Concurrent Resolution 538

Passed by Senate February 3, 2006

"We had success because every person in the company embraced the recovery effort, and understood there could be no excuses."

Tony Kent

Cellular South has become synonymous with commitment to its customers in providing high-quality, innovative products and services such as flat-rate, unlimited calling and text messaging plans. The company also continuously looks for ways to express its commitment to its employees. Cellular South values each position in the company by investing in the person who fills each position. Cellular South's employees are willing to do whatever it takes to serve their customers. They are a team that is self-motivated, dedicated, flexible, and one that enjoys a fast-paced work environment in the fast-paced wireless industry.

They are always adapting to fit the needs and dreams of their customers. Their goal is to give customers the power that comes from the fact that Cellular South is a communications leader, with the power of a network that can be counted on, and the power of amazing new technologies. And it's rewarding to be a Cellular South employee. The company offers a benefits package that includes 100% of the medical insurance premium paid for employees and their families, and an employee stock ownership plan, with no financial contribution required by employees, along with competitive salaries and a positive work environment.

“Cellular South’s a great place to work. Our commitment to excellence starts with our employees. Our company culture is grounded in the values that have shaped the company from its early beginnings. It’s a culture of respect and acting with complete integrity, even if it costs us business.”

Barb Miller, Vice President, Human Resources

Cellular South and all of the Telapex companies have made community service a top priority and a core corporate value. The company sponsors and volunteers in numerous academic, athletic, health, wellness, safety, cultural and civic programs that improve lives and help communities thrive.

“Cellular South has been a sponsor at the Mississippi Sports Hall of Fame and Museum since 1998, when they began with the title sponsorship of the Cellular South Conerly Trophy in college football. They’ve since expanded that to include an Outstanding Player Award series that includes the Cellular South Ferris Award in baseball, and the Cellular South Howell Trophy in men’s basketball. The museum has never received any government support for its operation in the 10 years that we’ve been open, so that makes corporate support extremely valuable. So it really is a gratifying feeling for those of us who put Mississippi athletes and their success stories on a pedestal to have a sponsor who thinks along those lines, like a Mississippi company, like Cellular South.”

*Michael Rubenstein, Executive Director
Mississippi Sports Hall of Fame & Museum*

CELLULAR SOUTH
OUTSTANDING PLAYER
AWARDS





MEREDITH CREEKMORE (CENTER) IS PICTURED WITH CELLULAR SOUTH SCHOLARSHIP RECIPIENTS, CELLULAR SOUTH EMPLOYEES, AND JACKSON STATE UNIVERSITY OFFICIALS.

Since 1997, Cellular South has donated more than \$1.5 million to area universities for scholarship endowments.

“It’s a great opportunity for Jackson State’s College of Business to have this partnership with Cellular South. We had five students who are exceptional students. They all had 21 or above on the ACT, but they didn’t have enough to totally pay for their tuition and room and board. So the scholarship from Cellular South was just magnificent for them. They also gave the students an opportunity to do internships during the summer, and of course, this gives them a real-life experience, and that’s wonderful. And all the students just...they adore Cellular South.”

*M. Jean Walker, Director of Academic Services
College of Business, Jackson State University*

Cellular South believes its strengths are drawn from the places where its employees live and work. As a company and as individuals, Cellular

South seeks to be a leader in the communities it serves. Giving back has many rewards. More importantly, it's the right thing to do.

[Pausing of video presentation. Hu Meena's speech continues.]

Watching this video gives me a good feeling, because it allows you to see some of the people who touch our customers directly – our talented people in sales and customer service. This group has been tested for many years by some of the hardest graders around – all of you – through a robust customer survey process we've had in place for many years. Our people passed with flying colors.

Last year, we surveyed 20,000 customers after they completed the sale. Eighty-two percent of them indicated they were very satisfied with the sales experience, and 75% of the customers who called our customer care call center indicated that they were very satisfied with the way their issue had been handled. This closely managed process also allows us to find areas which need improving. And as our managers know, continuous improvement is a must for Cellular South.

Other important groups that support the front lines behind the scenes are those in information technology, marketing, accounting, human resources and other administrative roles. These individuals and good friends are as responsible for this recognition as any of us in attendance tonight. And I want to second what Tony Kent said on the video: we do have the best wireless network in the country. Irrespective of the distortions of truth you hear from certain national carriers about their dropped call rates, etc., we have network statistics to prove ours is best. And that's primarily attributed to the dedication of the Cellular South engineers and technicians.

Also, we have spent over \$400 million in the last five years upgrading and adding on to our network, and we plan to spend close to another \$80 million this year, just so that we can bring the highest quality of service to the people that live within our footprint.

While our response to Hurricane Katrina may have been our finest hour, every day, our entire team, from Destin to the Delta, from Meadville to Memphis and all points in between, does whatever it takes to compete in an exceptionally competitive industry. Our people are serious, talented, and uncommonly determined. Don't ask them to

move a mountain unless you really don't like where that mountain sits. For every one of them, I am deeply thankful.

I can get long-winded about what the Cellular South team has accomplished. Like a proud parent, I forget that some people may not be as interested in my baby as I am, especially, if they already know our story. In fact, last fall, Carson and I were speaking to another group. After I'd spoken for a while, I looked over at Carson, and he had his head down and was asleep.

Well, this made me mad, so I took the gavel and hit him over the head. With sleep in his eyes, he looked up and said, "Hit me again. I can still hear you."

As we continue to move into the wireless future, Cellular South will help take technology available today on desktop PCs and put it in the palm of your hand. It's all part of taking care of our customers and delivering on our promise to deliver the very best service possible. We plan to continue to go where our customers and potential customers lead, meet their needs, continue to evolve, and make their wireless experience the best it can be. Cellular phones are the electronic Swiss Army knives of the future.

Steve, as you remember at the CTIA show, several times it was said – in fact, I think you were the one of the ones who said it – today, there are three things we take with us when we leave home: our keys, wallet and cellular phone. However, I can see a day where we're grabbing only one of these: our cellular devices. This is because vehicles will recognize future wireless devices that will be programmed to start them automatically. Through wireless electronic data transfer, we'll be able to purchase goods and services. Driver's license and other information will be accessed in real time from stored or remote databases.

But be forewarned. We could get too smart for our own good. Just because we know how to do things doesn't mean we should do them. Take for example Gilly McGillicuddy, who failed in this regard. Mr. McGillicuddy had been sent to die. Along with two other men, he was sentenced to the electric chair. As you know, there's a custom to give the person to be executed a chance to speak prior to execution.

Well, the first man was seated in the chair and the warden said, "Mr. Jones, do you have any final words you'd like to say?" Mr. Jones shook

his head no, and the warden pulled the lever. But the chair didn't work, so he was set free.

Then the second prisoner was seated in the chair. "Mr. Smith, do you have anything to say?" He said, "No." They pulled the lever, but again, there was no electrical charge, and he, too, was set free.

Well, smiling like the cat that ate the canary, Gilly walked up and sat in the chair. The warden said, "Mr. McGillicuddy, do you have any final words?" And he said, "I sure do. If you plug that thing in all the way, it'd work a whole lot better."

Yes, just because we can do something doesn't mean we should do something. Only time will tell the effect wireless technology will have on each of us in the future. Let's return to the video and take a look.

[*Video resumes.*]

CELLULAR SOUTH – THE FUTURE

The big question is, what will wireless consumers want next? Cellular South constantly surveys customers and wireless users to find out the answer and stay ahead of what they need next. Being nimble is a unique advantage, and as a privately-held company, Cellular South doesn't answer to Wall Street; it answers to its customers – quickly, responsively and responsibly.

"Enhanced data services and mobile devices are a rapidly-growing segment of Cellular South's product mix. Customers today are using their wireless devices to send and receive text and picture messages, keep track of their e-mail, access the Internet, listen to their favorite music – even watch television programming. And that's just the beginning."

*Greg Latour, Senior Vice President,
Technology Development*

Convergence of voice, data, Internet and television is here. Single devices that combine wireless voice and data, PDA functionality, music, photos and video are now available, and there's more to come. The wireless industry is evolving at a rapid pace, and Cellular South has positioned itself to meet the growing demands of wireless customers, and stay on the cutting edge of technology.

An important part of delivering these technologies is the company's vision to be the best service provider in its region. For example, as more and more consumers and businesses are using the Internet for its convenience, Cellular South is extending the same high-quality sales and service experience it's known for to its Web site, cellularsouth.com. The goal of the Web site is to create an easy-to-use, interactive experience, which demystifies the use of wireless technology and services, offering an intuitive environment with information and applications available at the user's fingertips.

"Cellular South is thriving, and we're successfully competing head-to-head with national carriers. We're constantly striving to do better in our expanding customer base, and better-than-industry average churn rates reflect that. Our investment in our network infrastructure is based upon our commitment to give our customers anywhere, anytime coverage that's strong at home and nationwide, including areas that are often ignored by national carriers."

Sherry Stegall, Senior Vice President

Though they have grown along with the industry, Telapex and Cellular South have gone against the trend of many telecommunication companies toward mergers, acquisitions and brand name changes. The company remains committed to Mississippi and its entire region, but growth has necessitated some changes. Telapex, Telepak Networks and Cellular South are getting a new home.

"In 2004, the company began an assessment of space requirements for our corporate headquarters. Simply put, we had outgrown our existing offices, and we will relocate to a premier development on Highland Colony Parkway in Ridgeland, Mississippi, in mid-to-late 2007. Concurrently, we're building a new multimillion, state-of-the-art technical center in downtown Jackson to house network switching infrastructure and technical offices."

Wesley Goings, Vice President, Telapex, Inc.

Many Mississippians place their trust in Cellular South's wireless voice and data network during and after Hurricane Katrina. To further improve the ability to serve customers in a major disaster,

the company has invested \$8 million in additional infrastructure. Part of that investment is a \$2.5 million microwave system in South Mississippi constructed to serve as redundancy for transmitting local and long-distance communications if landline telephone systems are not operable. An additional switch office in Hattiesburg, Mississippi, will also increase capacity.

Next-generation technology is also being deployed on the Gulf Coast and throughout Cellular South's service area, including CDMA 1X EV-DO high-speed wireless Internet service via laptop cards, smart phones and cell phones, all with the benefit of wireless mobility.

[End of video presentation. Hu Meena's speech continues.]

I want to thank Suzy Hays and, again, Tanya Rankin, and our whole Marketing Department and Communications Arts for that great video that they put together. I noticed all of y'all clapped after every segment, but let's give one more round of applause.

Well, as you've seen and heard, we've enjoyed success in the past. We're certainly competitive today, and we're excited and hopeful about



CONSTRUCTION CREWS CELEBRATE COMPLETION OF THE TOP FLOOR OF THE NEW CELLULAR SOUTH HEADQUARTERS.



A CELLULAR SOUTH TECHNICIAN PREPARES TO REPAIR A 280-FOOT TRANSMISSION TOWER IN GULFPORT, MS, AFTER HURRICANE KATRINA. HE WAS ONE OF HUNDREDS WHO WORKED TOWER TO TOWER IN AN EFFORT TO RESTORE SERVICE TO THE REGION.

the future. You've seen we're a company guided by a strong management team with big plans for the future. We have network plans, marketing plans, technology plans – even new office-building plans. But tonight, I would also like to suggest that perhaps we're a small part of a larger plan.

Here's why. It would be tedious to try to explain the details of how we got the first licenses from the FCC for what became Cellular South. And, as I look over at Carson's seat and see his head nodding again, I think I will spare those details. But before my time with the company and cellular's very beginning, we were blessed in the way the regulations were first enacted, allowing us to acquire those licenses for the Mississippi



DR. GEORGE HARMON, PRESIDENT EMERITUS OF MILLSAPS COLLEGE, (SECOND FROM LEFT) PRESENTS THE NEWCOMEN SOCIETY AWARD TO CELLULAR SOUTH PRESIDENT HU MEENA. ALSO PICTURED ARE WADE CREEKMORE, JR., AND JIMMY CREEKMORE.

Gulf Coast. And when the upside didn't seem too high in the startup days, as Jimmy referred to in the video, we could've sold for what seemed to me at the time to be a significant amount of money, but for some reason, we didn't.

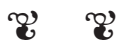
So, because of the early occurrences like these and many others that followed, and what the Bible says, I believe we are a part of the bigger plan. Jeremiah 29:11 says, "For I know the plans I have for you, declares the Lord. Plans for welfare, not calamity, to give you a future and a hope." He has a plan. He asked us to seek Him and that plan. As we go about our business, He brings us sunny days, but also sleepless nights. He brings us triumph and sorrow, new challenges, and old, nagging problems, but tells us in His Word that all these work together for our good.

Speaking of work, He created all of us to work, and delights in the work we do. After all, if you look in Genesis, you'll see Adam, as humanity in God's image, was put in the garden to till the soil, or in other words, to work.

So in closing, considering how blessed we were to just get our first licenses, not selling out early when things looked bleak, and many other events that have occurred over the last 18 years, it's easy to see that we have experienced God's guidance. And tonight, while I am deeply appreciative for all the managers and associates, past and present, who have positioned Cellular South and me to receive this prestigious honor, I speak from my heart when I say, He deserves the true credit, and all the glory.

Thanks, once again, to the Newcomen Society. Good night.

THE END.



MEMBERS OF THE CREEKMORE FAMILY IN ATTENDANCE: (SEATED, LEFT TO RIGHT) BETH BYRD, BETSY CREEKMORE, SIDNEY CREWS, ASHLEY MEENA, DOLLY GOINGS, MEREDITH CREEKMORE, (STANDING, LEFT TO RIGHT) TAYLOR BYRD, WADE CREEKMORE, JR., HOLT CREWS, VIC MEENA, HU MEENA, WADE MEENA, WESLEY GOINGS AND JIMMY CREEKMORE. NOT PICTURED: HIRAM AND ELIZABETH CREEKMORE



“Were American Newcomen to do naught else, our work is well done if we succeed in sharing with America a strengthened inspiration to continue the struggle towards a nobler Civilization—through wider knowledge and understanding of the hopes, ambitions, and deeds of leaders in the past who have upheld Civilization’s material progress. As we look backward, let us look forward.”

— CHARLES PENROSE
(1886-1958)
*Senior Vice-President for North America
The Newcomen Society
for the study of the history of
Engineering and Technology
(1923-1957)
Chairman for North America
(1958)*



This statement, crystallizing a broad purpose of the Society, was first read at the Newcomen Meeting at New York World’s Fair on August 5, 1939, when American Newcomen were guests of the British Government.

“Actorum Memores simul affectamus Agenda”

“While our response to Hurricane Katrina may have been our finest hour, every day, our entire team, from Destin to the Delta, from Meadville to Memphis and all points in between, does whatever it takes to compete in an exceptionally competitive industry. Our people are serious, talented, and uncommonly determined. Don’t ask them to move a mountain unless you really don’t like where that mountain sits. For every one of them, I am deeply thankful.”

— HU MEENA



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